

RECORDATION NO. 22410 FILED

SEP 22 '99

11-25 AM



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone 1 (612) 420-8000
Fax 1 (612) 420-8003
<http://www.capital.bombardier.com>

August 23, 1999

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of August 19, 1999, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 612-416-7205

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
Phone: 904-359-1105

The enclosed Memorandum of Railcar Lease Agreement covers the two hundred seventy-five (275) 52' 6" Mill Gondola Railcars bearing reporting marks and numbers TR 527800 through TR 528074, inclusive.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

FORMS/STB-CSXT003

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REC'D AUG 19 1999

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~June 19~~ June 20, 1999 by and between Bombardier Capital Rail Inc. (formerly known as NorRail, Inc.) a Minnesota Corporation ("Lessor") and CSX Transportation, Inc., a Florida Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various Railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1757 dated ~~June 19~~ June 20, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 3 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two hundred seventy-five (275) new 52' 6" Mill Gondolas with 5' 6" sides bearing the reporting marks and road numbers TR527800 through TR528099, inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessee: Bombardier Capital Rail Inc. Lessor: CSX Transportation, Inc.

By: L. Lee Struble

L. Lee Struble
Vice President-Sales

Its: _____

By: [Signature]

Its: AVP CAR MGMT

By: Bradley C. Gunstad

Bradley C. Gunstad
Vice President & General Counsel

Its: _____

By: _____

Its: _____

STATE OF Florida, COUNTY OF Duval TO WIT:

On this 29th day of June, 1999 before me personally appeared, Frank Onemus and _____, to me personally known, who being by me duly sworn, says that they are the A.V.P. Car Management and _____, respectively of CSX Transportation, Inc., a Virginia Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



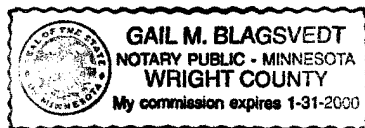
Howard Michael Lee
Notary Public

My commission expires: 8/2/2003

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 19th day of August, 1999 before me personally appeared, L. Lee Muehle and Bradley C. Gustafson, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and V.P. - General Counsel, respectively of Bombardier Capital Rail Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000